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Attorneys for Healthcare Conglomerate Associates, LLC and
Vi Healthcare Finance, Inc.

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA, FRESNO DIVISION

In re:	Case No.: 16-10015-A-9
SOUTHERN INYO HEALTHCARE DISTRICT,	Chapter 9
	DC No.: KDG-4
Debtor.	Date: March 21, 2019
	Time: 1:30 p.m.
	Place: United States Bankruptcy Court 2500 Tulare Street, Fifth Floor Department A, Courtroom 11 Fresno, California
	Judge: Honorable Fredrick E. Clement

DECLARATION OF HAGOP T. BEDOYAN IN SUPPORT OF REPLY TO
OPPOSITION TO MOTION TO DISQUALIFY FOLEY &
LARDNER AND ASHLEY MCDOW AS COUNSEL FOR DEBTOR

1 I, the undersigned, hereby declare as follows:

2 1. I am licensed to practice law in California. I am admitted to practice before the
3 United States District Court of the Eastern District of California and I am a partner in the law
4 firm Klein, DeNatale, Goldner, Cooper, Rosenlieb & Kimball, LLP ("KDG"). KDG is counsel
5 of record for Healthcare Conglomerate Associates, LLC ("HCCA") and VI Healthcare Finance,
6 Inc., ("Vi"), creditors in the above-referenced Chapter 9 case. I have personal knowledge of
7 the matters stated in this declaration. If the Court or a party called on me to do so, I could and
8 would competently testify to these facts under oath. I have been certified as a specialist in
9 Bankruptcy by the California State Bar's Board of Legal Specialization since 1995. I submit
10 this declaration in support of HCCA's and Vi's Reply to Opposition to Motion to Disqualify
11 Foley & Lardner and Ashley McDow as counsel for Debtor in the Southern Inyo Healthcare
12 District Chapter 9 case ("Inyo").

13 2. I attended the hearing on the Emergency Motion to Continue the Hearing on the
14 Status Conference and the Associated Filing Deadlines on November 1, 2017 as counsel for
15 HCCA. At that hearing I stated on the record that Baker & Hostetler ("Baker") had a
16 disqualifying conflict of interest in representing Inyo based on the filing of the Emergency
17 Motion to terminate the Management Services Agreement between Inyo and HCCA (the "Inyo
18 MSA"). I also communicated at that hearing HCCA's intent that it would proceed with a
19 motion to disqualify Baker.

20 3. Attached hereto as **Exhibit TT** is a true and correct copy of an e-mail dated
21 November 1, 2017 from Marshall Grossman from the Orrick firm to Peter James and Ashley
22 McDow of Baker. In the e-mail, Mr. Grossman states HCCA's objection to any further
23 participation by Baker in the Chapter 9 proceedings for Inyo based upon its actual conflict of
24 interest and requests that Baker voluntarily withdraw from further representation of Inyo.

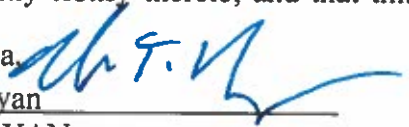
25 4. I became counsel for HCCA in these Chapter 9 proceedings shortly following
26 the filing of the Emergency Motion (1) For Authority to Immediately Terminate HCCA
27 Management Agreement, etc. (the "Motion to Terminate"). This Motion to Terminate,

1 supported by former counsel to HCCA Ashley McDow's declaration, triggered several urgent
2 legal issues demanding substantial time and resources from Dr. Benzeevi on behalf of HCCA
3 and other entities that he owned. Amongst other things, in that same time frame, fall of 2017,
4 Tulare Local Healthcare District ("TLHD") seized upon the Motion to Terminate and Ms.
5 McDow's declaration to support its own efforts to terminate the Management Services
6 Agreement between TLHD and HCCA. In that same time frame, the District Attorney in
7 Tulare also launched its own investigation of HCCA and the Tulare Regional Medical Center
8 eventually leading to seizures of funds and property from Dr. Benzeevi. These significant
9 issues, along with the Inyo Chapter 9 proceedings, were the focus of legal efforts in the Fall
10 and Winter of 2017 through the summer of 2018. Nonetheless, I was in the process of
11 preparing the Motion to Disqualify Baker in April of 2018 when I learned that Ms. McDow
12 was moving to Foley.

13 5. After the parties' partial agreement as to the termination of the Inyo MSA in
14 2017, there has been very little substantive progress in this case. The filings between January
15 2018 and present, putting aside the issues relating to his disqualification motion, have mainly
16 comprised the Second Amended Disclosure Statement and filings related to status conferences.

17 6. Current ethics and malpractice counsel, Sall Spencer Callas & Krueger which
18 has taken the lead in preparing this motion was engaged by HCCA, and its affiliates, in August
19 of 2018. On September 17, 2018, I wrote a letter to Foley & Lardner requesting that they, and
20 Ms. McDow, voluntarily withdraw from representing Inyo in these proceedings. That letter
21 was attached to my initial declaration as Exhibit I. Following Foley's failure to respond to that
22 letter, this motion was filed by October 16, 2018.

23 I declare under penalty of perjury that the foregoing statements are true and correct and
24 that if called as a witness herein I could and would competently testify thereto, and that this
25 declaration was executed on March 6, 2019 at Fresno, California.

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/s/ Hagop T. Bedoyan
HAGOP T. BEDOYAN